

Paul V. Bonn, State Bar No. 001516
Randall D. Wilkins, State Bar No. 009350
D. Michael Hall, State Bar No. 010267
BONN & WILKINS, CHARTERED
805 North Second Street
Phoenix, AZ 85004
(602) 254-5557

Eugene O. Duffy
O'Neil, Cannon & Hollman, S.C.
Suite 1400, 111 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4803
(414) 276-5000
Wisconsin Bar No. 1015753

Attorneys for Plaintiffs

**IN THE SUPERIOR COURT OF THE STATE OF ARIZONA
IN AND FOR THE COUNTY OF MARICOPA**

ESTATE OF HELEN H. LADEWIG, on behalf
of itself and the class of all persons in the State
of Arizona who, during any one of the years
1986 to 1989 paid income taxes to the State of
Arizona on dividends paid by corporations
whose principal business was not attributable to
Arizona, et al.,

Plaintiffs

vs.

ARIZONA DEPARTMENT OF REVENUE
and its Director, in his official capacity,

Defendants.

No. TX 97-00075

**FINAL DETERMINATION
AND ORDER
APPROVING SETTLEMENT**

(Assigned to the Honorable
Paul A. Katz)

The above-entitled matter came before the Court on hearing for final approval of settlement on December 16, 2002, pursuant to, *inter alia*, this Court's September 24, 2002 (a) Order of Preliminary Approval of the Stipulation of Settlement and (b) Notice of Class Certification, Settlement, and Settlement Hearings. The Plaintiff class appeared by their counsel, Randall D. Wilkins, Paul V. Bonn, D. Michael Hall and Brian J. Campbell of Bonn & Wilkins, Chartered and Eugene O. Duffy of O'Neil, Cannon & Hollman, S.C. The Defendants, Arizona Department of Revenue and its Director, in his official capacity (collectively the "Department"), appeared by their counsel, Michael F. Kempner, Assistant Attorney General and Lisa A.

1 Neuville, Assistant Attorney General. Objector Robert Kamman, Esq. appeared *pro se* on his
2 own behalf, and in his capacity as a beneficiary of the Estate of Glenn Kamman and of the Estate
3 of Mildred Kamman (collectively "Objector Kamman"). Mr. Kamman also appeared on behalf
4 of Objector Peggy Bacon, both individually and in her capacity as the Personal Representative
5 of the Estate of J. Dorothy Rigg, and of the Estate of Dorothy Schaberg (collectively "Objector
6 Bacon"). Objectors and Proposed Intervenor Mercedes Valenzuela ("Objector/Proposed
7 Intervenor Valenzuela"), Donald E. Hilton as Personal Representative of the Estate of Hazel M.
8 Hilton, deceased ("Objector/Proposed Intervenor Hilton"), and Caroline A. Cleaveland as
9 Successor to the Estates and Trusts of George Cleaveland, deceased, and Edith Cleaveland,
10 deceased ("Objector/Proposed Intervenor Cleaveland") appeared by their counsel John W.
11 Rasmussen and Jay M. Allen of Johnson, Rasmussen, Robinson & Allen, P.L.C.

12 Having considered the extensive files, records, and proceedings heretofore had in this
13 action, including without limitation the Stipulation of Settlement dated September 19, 2002, by
14 and between counsel for Plaintiff class and the Department (the "Stipulation of Settlement"), and
15 the Court having reviewed and considered all of the objections to the Stipulation of Settlement
16 lodged with the Court, the Motion to Intervene filed December 11, 2002 by Objectors/Proposed
17 Intervenor Valenzuela, Hilton, and Cleaveland and the Initial Response thereto filed by Plaintiff
18 class on December 16, 2002, and all of the testimony, exhibits, avowals of counsel, other
19 evidence, and argument presented, together with the Motion for Final Approval of Stipulation
20 of Settlement by counsel for Plaintiff class,

21 THE COURT HEREBY ISSUES ITS FINAL ORDER as follows:

22 IT IS HEREBY ORDERED giving final approval to the Stipulation of Settlement,
23 denying and overruling all objections thereto.

24 IT IS FURTHER ORDERED denying the December 11, 2002 Motion to Intervene filed
25 by Objectors/Proposed Intervenor Valenzuela, Cleaveland, and Hilton.

1 IT IS FURTHER ORDERED that there is no just reason for delay and that entry of
2 judgment is hereby directed pursuant to Rule 54(b), Ariz. R. Civ. P.

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4 DONE IN OPEN COURT this 19 day of December, 2002.

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7 **PAUL A. KATZ**

8 THE HONORABLE PAUL KATZ
9 Superior Court Judge
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